**DECLARATION AND POWER OF ATTORNEY**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are stated below next to my name.

I believe I am an original, first, and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled:

**COMPOSITION FOR THE TREATMENT OF PIGMENTATION DISORDERS
AND METHOD FOR THEIR MANUFACTURE**

the specification of which has been assigned U.S. Patent Application Serial No. 09/864,083 with a filing date of May 23, 2001.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 CFR §1.56.

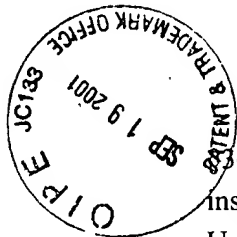
I hereby claim foreign priority benefits under 35 U.S.C. §119(a)-(d) or §365(b) of any foreign application(s) for patent or inventor's certificate, or §365(a) of any PCT international application which designated at least one country other than the United States, listed below and have also identified below any foreign application for patent or inventor's certificate or PCT International application having a filing date before that of the application on which priority is claimed:

PRIOR FOREIGN/PCT APPLICATION(S)

COUNTRY/OFFICE	APPLICATION NO.	DATE OF FILING	PRIORITY CLAIMED
None			YES NO
			YES NO

I hereby claim the benefit under 35 U.S.C. §119(e) of any United States Provisional application(s) listed below.

PROVISIONAL APPLICATION NUMBER	DATE OF FILING
None	



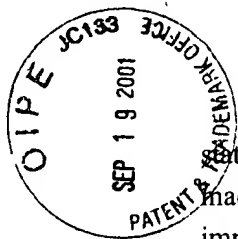
I hereby claim the benefit under 35 U.S.C. §120 of any United States application(s) or 365(c) of any PCT international application(s) designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. §112, I acknowledge the duty to disclose material information as defined in 37 CFR §1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

**PRIOR U.S. APPLICATIONS OR PCT INTERNATIONAL APPLICATIONS
DESIGNATING THE U.S. FOR BENEFIT UNDER 35 U.S.C. §120**

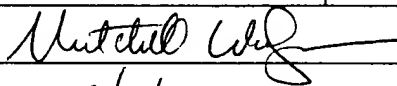
Application Serial No.	Date of Filing	Status (check one)		
		Patented	Pending	Abandoned
None				

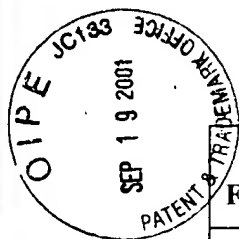
And I hereby appoint Louis M. Heidelberger, Reg. No. 27,899; John W. Goldschmidt, Jr., Reg. No. 34,828; William J. McNichol, Jr., Reg. No. 31,179; Maryellen Feehery, Reg. No. 44,677; Carl H. Pierce, Reg. No. 45,730; Nanda P.B.A. Kumar, Reg. No. 44,853; Thomas J. McWilliams, Reg. No. 44,930; Matthew J. Esserman, Reg. No. 41,536; Tara L. Rachinsky, Reg. No. P47,875; Jonathan M. Darcy, Reg. No. 44,054; Frederick H. Colen, Reg. No. 28,061; W. Scott Railton, Reg. No. 23,039; Gene A. Tabachnick, Reg. No. 33,801; Maria N. Rullo, Reg. No. 37,433; Barry J. Coyne Reg. No. 43,566; Kirsten R. Rydstrom, Reg. No. 38,603; Paul D. Bangor, Jr., Reg. No. 34,768; Cheryl L. Gastineau, Reg. No. 39,469; Ian K. Samways, Reg. No. 36,664; Charles H. Dougherty, Jr., Reg. No. 42,494; Marc J. Farrell, Reg. No. 37,826; Stanley P. Fisher, Reg. No. 24,344; Robert D. Kucler, Reg. No. 45,908 Juan Carlos A. Marquez, Reg. No. 34,072; Gerald Kiel, Reg. No. 25,116; Eugene Le Donne, Reg. No. 35,930; Jules Goldberg, Reg. No. 24,408; Lloyd Mc Aulay, Reg. No. 20,423; Harold Nissen, Reg. No. 17,283; Arthur Dresner, Reg. No. 24,403; Stephen Chin, Reg. No. 39,938; Samir Patel, Reg. No. 44,998 and Mary E. Buckles, Reg. No. 31,907, Reed Smith LLP my attorneys or agents with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Address all correspondence to William J. McNichol, Jr., Esq., Reed Smith LLP, 2500 One Liberty Place, 1650 Market Street, Philadelphia, PA 19103. Address all telephone calls to **William J. McNichol, Jr.** (215)241-7950; telefax: (215)851-1420.



I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

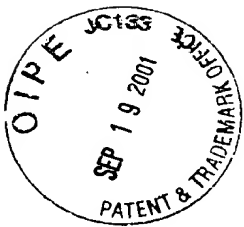
FULL NAME OF SOLE OR FIRST INVENTOR		
Mitchell <i>(Given Name)</i>	S. <i>(Middle Initial or Name)</i>	Wortzman <i>(Family or Last Name)</i>
<i>Inventor's signature:</i>		
<i>Date:</i>	8/6/01	
<i>Country of Citizenship:</i>	United States of America	
<i>Residence:</i>	Scottsdale	Arizona
	<i>(City)</i>	<i>(State or Foreign Country)</i>
<i>Post Office Address:</i>	8275 E Captain Dreyfus Avenue, Scottsdale, AZ 85260-4911	
FULL NAME OF SECOND INVENTOR		
Philip <i>(Given Name)</i>	J. <i>(Middle Initial or Name)</i>	Gordon <i>(Family or Last Name)</i>
<i>Inventor's signature:</i>		
<i>Date:</i>		
<i>Country of Citizenship:</i>	United States of America	
<i>Residence:</i>	Plano	Texas
	<i>(City)</i>	<i>(State or Foreign Country)</i>
<i>Post Office Address:</i>	4561 Waterford Drive, Plano, Texas 75024	

**FULL NAME OF THIRD INVENTOR**

Eugene <i>(Given Name)</i>	H. <i>(Middle Initial or Name)</i>	Gans <i>(Family or Last Name)</i>
Inventor's signature:	<i>Eugene H. Gans</i>	
Date:	<i>7/31/01</i>	
Country of Citizenship:	United States of America	
Residence:	Westport	Connecticut
	<i>(City)</i>	<i>(State or Foreign Country)</i>
Post Office Address:	514 Harvest Commons, Westport, CT 06880	

FULL NAME OF FOURTH INVENTOR

Bhiku <i>(Given Name)</i>	G. <i>(Middle Initial or Name)</i>	Patel <i>(Family or Last Name)</i>
Inventor's signature:	<i>Bhiku G. Patel</i>	
Date:	<i>08/13/01</i>	
Country of Citizenship:	United States of America	
Residence:	Chandler	Arizona
	<i>(City)</i>	<i>(State or Foreign Country)</i>
Post Office Address:	2292 West Enfield Way, Chandler Arizona 85248	



Docket No.: 01-40076-US

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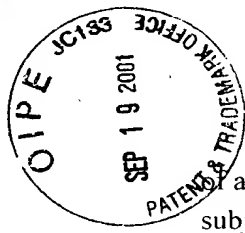
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PRIOR FOREIGN/PCT APPLICATION(S)

COUNTRY/OFFICE	APPLICATION NO.	DATE OF FILING	PRIORITY CLAIMED
None			YES NO
			YES NO

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PROVISIONAL APPLICATION NUMBER	DATE OF FILING
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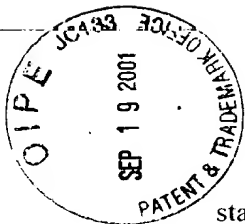
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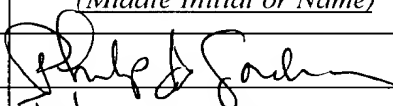
Application Serial No.	Date of Filing	Status (check one)		
		Patented	Pending	Abandoned
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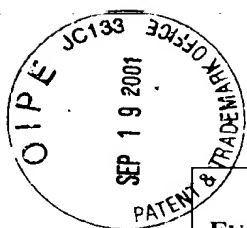
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FULL NAME OF SOLE OR FIRST INVENTOR		
<u>Mitchell</u> (Given Name)	<u></u> (Middle Initial or Name)	<u>Wortzman</u> (Family or Last Name)
Inventor's signature:		
Date:		
Country of Citizenship:	United States of America	
Residence:	Phoenix	Arizona
	(City)	(State or Foreign Country)
Post Office Address:	4343 East Camelback Road, Suite 250, Phoenix, Arizona 85018-2700	
FULL NAME OF SECOND INVENTOR		
<u>Philip</u> (Given Name)	<u>J.</u> (Middle Initial or Name)	<u>Gordon</u> (Family or Last Name)
Inventor's signature: 		
Date: <u>July 10, 2001</u>		
Country of Citizenship:	United States of America	
Residence:	Plano	Texas
	(City)	(State or Foreign Country)
Post Office Address:	4561 Waterford Drive, Plano, Texas 75024	

**FULL NAME OF THIRD INVENTOR**

<u>Eugene</u> (Given Name)	<u>H.</u> (Middle Initial or Name)	<u>Gans</u> (Family or Last Name)
Inventor's signature:		
Date:		
Country of Citizenship:	United States of America	
Residence:	Scottsdale	Arizona
	(City)	(State or Foreign Country)
Post Office Address:	8125 Hayden Road, Scottsdale, Arizona 82528	

FULL NAME OF FOURTH INVENTOR

<u>Bhiku</u> (Given Name)	<u>G.</u> (Middle Initial or Name)	<u>Patel</u> (Family or Last Name)
Inventor's signature:		
Date:		
Country of Citizenship:	United States of America	
Residence:	Chandler	Arizona
	(City)	(State or Foreign Country)
Post Office Address:	2292 West Enfield Way, Chandler, Arizona 85248	